

LEASE SUPPLEMENT NO. 1B
(UTC Trust No. 1994-A) (L-12B)

DEC 15 1994 12 10 PM

This Lease Supplement No. 1B dated December 15, 1994 between STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and UNION TANK CAR COMPANY, a Delaware corporation ("Lessee");

WITNESSETH:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (UTC Trust No. 1994-A) (L-12B) dated December 15, 1994 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing all or a portion of the Units of Equipment to be leased to Lessee under the Lease.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York; *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company,
not in its individual capacity but solely as Owner Trustee

By: _____

Name: Gerald R. Wheeler

Title: Vice President

Union Tank Car Company

By: _____

Name: _____

Title: _____

State of MASS)
) SS
County of Suffolk

On this 12 day of December, 1994, before me personally appeared Gerald R. Whisler to me personally known, who being by me duly sworn, say that he is Vice President of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Valerie P. Pracentone
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS
County of Cook)

On this ____ day of December, 1994, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he is _____ of Union Tank Car Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

C:\84687267N\0021\0001.BY1

State of)
) SS
County of)

On this ____ day of December, 1994, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he is _____ of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 27th day of December, 1994, before me personally appeared Mark J. Danette, to me personally known, who being by me duly sworn, say that he is Vice President of Union Tank Car Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Sandra R. Toman
Notary Public

[Notarial Seal]

My commission expires:

C:\8468\7267\N0021\0001.BY1

L12B**Schedule 1****GROUP B****Description of Equipment**

Road Mark	Car Number	Built Date	AAR Code	DOT Class
PROX	15242	11/93	T054	111A100W2
PROX	15243	11/93	T054	111A100W2
PROX	15244	11/93	T054	111A100W2
PROX	15245	11/93	T054	111A100W2
PROX	15246	11/93	T054	111A100W2
PROX	15247	11/93	T054	111A100W2
PROX	15248	11/93	T054	111A100W2
PROX	15249	11/93	T054	111A100W2
PROX	15250	11/93	T054	111A100W2
PROX	15251	11/93	T054	111A100W2
PROX	15252	11/93	T054	111A100W2
PROX	15253	11/93	T054	111A100W2
PROX	15254	11/93	T054	111A100W2
PROX	15255	11/93	T054	111A100W2
PROX	15256	11/93	T054	111A100W2
PROX	15257	11/93	T054	111A100W2
PROX	15258	11/93	T054	111A100W2
PROX	15259	11/93	T054	111A100W2
PROX	15260	11/93	T054	111A100W2
PROX	15261	11/93	T054	111A100W2
PROX	15262	11/93	T054	111A100W2
PROX	15263	12/93	T054	111A100W2
PROX	15264	12/93	T054	111A100W2
PROX	15265	12/93	T054	111A100W2
PROX	15266	12/93	T054	111A100W2
PROX	15267	12/93	T054	111A100W2
PROX	15268	12/93	T054	111A100W2
PROX	15269	12/93	T054	111A100W2
PROX	15270	12/93	T054	111A100W2
PROX	15271	12/93	T054	111A100W2
PROX	15272	12/93	T054	111A100W2
PROX	15273	12/93	T054	111A100W2
PROX	15274	12/93	T054	111A100W2
PROX	15275	12/93	T054	111A100W2
PROX	15276	12/93	T054	111A100W2

L12B**Schedule 1****GROUP B****Description of Equipment**

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	15277	12/93	T054	111A100W2
PROX	15278	12/93	T054	111A100W2
PROX	15279	12/93	T054	111A100W2
PROX	15280	12/93	T054	111A100W2
PROX	15281	12/93	T054	111A100W2
PROX	15282	12/93	T054	111A100W2
PROX	15283	12/93	T054	111A100W2
PROX	15284	01/94	T054	111A100W2
PROX	15285	01/94	T054	111A100W2
PROX	15286	01/94	T054	111A100W2
PROX	15287	01/94	T054	111A100W2
PROX	15288	01/94	T054	111A100W2
PROX	15289	01/94	T054	111A100W2
PROX	15315	01/94	T054	111A100W2
PROX	15316	01/94	T054	111A100W2
PROX	15317	01/94	T054	111A100W2
PROX	15318	01/94	T054	111A100W2
PROX	15319	01/94	T054	111A100W2
PROX	15320	02/94	T054	111A100W2
PROX	15321	01/94	T054	111A100W2
PROX	15322	01/94	T054	111A100W2
PROX	15323	02/94	T054	111A100W2
PROX	15324	01/94	T054	111A100W2
PROX	15325	01/94	T054	111A100W2
PROX	15326	02/94	T054	111A100W2
PROX	15327	01/94	T054	111A100W2
PROX	15328	02/94	T054	111A100W2
PROX	15329	02/94	T054	111A100W2
PROX	15330	02/94	T054	111A100W2
PROX	15331	01/94	T054	111A100W2
PROX	15332	02/94	T054	111A100W2
PROX	15333	02/94	T054	111A100W2
PROX	15334	02/94	T054	111A100W2
PROX	15335	02/94	T054	111A100W2
PROX	15336	02/94	T054	111A100W2

L12B**Schedule 1****GROUP B****Description of Equipment**

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	15337	02/94	T054	111A100W2
PROX	15338	02/94	T054	111A100W2
PROX	15339	02/94	T054	111A100W2
PROX	15340	02/94	T054	111A100W2
PROX	15341	02/94	T054	111A100W2
PROX	15342	02/94	T054	111A100W2
PROX	15346	02/94	T054	111A100W2
PROX	15349	02/94	T054	111A100W2
PROX	15350	02/94	T054	111A100W2
PROX	60165	05/93	T104	111A100W1
PROX	60166	05/93	T104	111A100W1
PROX	60167	06/93	T104	111A100W1
PROX	60168	05/93	T104	111A100W1
PROX	60169	05/93	T104	111A100W1
PROX	60170	05/93	T104	111A100W1
PROX	60171	05/93	T104	111A100W1
PROX	60172	06/93	T104	111A100W1
PROX	60173	05/93	T104	111A100W1
PROX	60174	06/93	T104	111A100W1
PROX	60175	06/93	T104	111A100W1
PROX	60176	06/93	T104	111A100W1
PROX	60177	06/93	T104	111A100W1
PROX	60178	06/93	T104	111A100W1
PROX	60179	06/93	T104	111A100W1
PROX	60180	06/93	T104	111A100W1
PROX	60181	06/93	T104	111A100W1
PROX	60182	06/93	T104	111A100W1
PROX	60183	06/93	T104	111A100W1
PROX	60184	06/93	T104	111A100W1
PROX	41653	09/93	T108	111A100W1
PROX	41654	09/93	T108	111A100W1
PROX	41655	09/93	T108	111A100W1
PROX	41656	09/93	T108	111A100W1
PROX	41657	09/93	T108	111A100W1
PROX	41658	10/93	T108	111A100W1

L12B**Schedule 1****GROUP B****Description of Equipment**

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	41659	09/93	T108	111A100W1
PROX	41660	09/93	T108	111A100W1
PROX	41661	10/93	T108	111A100W1
PROX	41662	11/93	T108	111A100W1
PROX	41663	10/93	T108	111A100W1
PROX	41664	11/93	T108	111A100W1
PROX	41665	10/93	T108	111A100W1
PROX	41666	11/93	T108	111A100W1
PROX	41667	11/93	T108	111A100W1
PROX	41668	11/93	T108	111A100W1
PROX	41669	12/93	T108	111A100W1
PROX	41670	12/93	T108	111A100W1
PROX	41671	12/93	T108	111A100W1
PROX	41672	12/93	T108	111A100W1
PROX	41673	12/93	T108	111A100W1
PROX	41674	12/93	T108	111A100W1
PROX	41675	12/93	T108	111A100W1
PROX	41676	12/93	T108	111A100W1
PROX	41677	12/93	T108	111A100W1
PROX	41678	12/93	T108	111A100W1
PROX	41679	12/93	T108	111A100W1
PROX	41680	12/93	T108	111A100W1
PROX	29830	09/93	T389	112J340W
PROX	29831	09/93	T389	112J340W
PROX	29832	09/93	T389	112J340W
PROX	29833	09/93	T389	112J340W
PROX	29834	09/93	T389	112J340W
PROX	29835	09/93	T389	112J340W
PROX	29836	09/93	T389	112J340W
PROX	29837	09/93	T389	112J340W
PROX	29838	09/93	T389	112J340W
PROX	29839	09/93	T389	112J340W
PROX	29840	09/93	T389	112J340W
PROX	29841	09/93	T389	112J340W
PROX	29842	09/93	T389	112J340W

L12B

Schedule 1

GROUP B

Description of Equipment

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	29843	09/93	T389	112J340W
PROX	29844	09/93	T389	112J340W
PROX	29845	09/93	T389	112J340W
PROX	29846	09/93	T389	112J340W
PROX	29847	09/93	T389	112J340W
PROX	29848	09/93	T389	112J340W
PROX	29849	09/93	T389	112J340W

Total Group B Cars: 147